

Exhibit C

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**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

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In re	: Chapter 11
	:
DOWLING COLLEGE,	:
f/d/b/a DOWLING INSTITUTE,	: Case No. 16-75545 (REG)
f/d/b/a DOWLING COLLEGE ALUMNI	:
ASSOCIATION,	:
f/d/b/a CECOM,	:
a/k/a DOWLING COLLEGE, INC.,	:
	:
Debtor.	:
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**DECLARATION OF EMILIO AMENDOLA IN SUPPORT OF *EX PARTE*
MOTION OF THE DEBTOR TO SHORTEN TIME WITH RESPECT
TO THE HEARING ON THE DEBTOR'S APPLICATION FOR ENTRY
OF AN ORDER APPROVING A TERMINATION FEE AND EXPENSE
REIMBURSEMENT TO VANDERBILT PALACE LLC
IN ACCORDANCE WITH THE TERMS OF THE PURCHASE AGREEMENT**

I, EMILIO AMENDOLA, declare, pursuant to section 1746 of title 28 of the United States Code, as follows:

1. I am a Co-President of A&G Realty Partners, LLC ("A&G"). I am authorized to execute this declaration ("Declaration") on behalf of A&G and submit the same in support of the *Ex Parte Motion of the Debtor to Shorten Time with Respect to the Hearing on the Debtor's Application for Entry of an Order Approving a Termination Fee and Expense Reimbursement to Vanderbilt Palace LLC in Accordance with the Terms of the Purchase Agreement* (the "Motion to Shorten

Time”)¹.

2. All statements contained herein are based on personal knowledge or made upon information and belief.

The Need for Shortened Notice with Respect to the Stalking Horse Application

3. In the Motion to Shorten Time, Dowling College (the “Debtor”) is asking this Court to shorten the notice period with respect to the hearing to consider the *Debtor’s Application for Entry of an Order Approving a Termination Fee and Expense Reimbursement to Vanderbilt Palace LLC in Accordance with the Terms of the Purchase Agreement* (the “Stalking Horse Application”). I believe there are good business justifications why the Debtor has sought the relief and why cause exists to grant the shortened notice period the Debtor has requested in the Motion to Shorten Time.

4. Several bidders are expected to submit competing bids and attend the auction (the “Auction”) for the Debtor’s Oakdale Campus. Those parties have made travel plans that are based on certain understanding of when the Auction would be held. As the Court is aware, the Auction is currently scheduled for March 31, 2017, with sealed bids presently due by March 27, 2017. The Debtor is proposing to extend those dates by one or two business days, but I believe it necessary to hold as close to the current bid deadline and Auction date schedule as is possible in order to best achieve maximum participation from interested bidders at Auction. I have expressed particular concern to the Debtor that significant disruption to and delay of the existing sale schedule will negatively impact participants ability to attend the Auction due to pre-determined travel plans (including extensive foreign travel for some). In addition, filing the Stalking Horse Application publicly and extending the bid deadline by a couple of business days

¹ Capitalized terms used but not otherwise defined herein shall have the meaning ascribed them in the Motion to Shorten Time.

will certainly communicate the baseline value broadly to other interested bidders. I believe this will provide clarity to bidders as to the proposed starting point or baseline bid and permit us to conduct the most successful and efficient Auction possible under the circumstances. For all these reasons, I feel that an expedited hearing to approve the Stalking Horse Application is necessary and appropriate because it will allow the Debtor and its representatives to hold to the date for Auction as close as possible.

Dated: Melville, New York
March 24, 2017

/s/ Emilio Amendola
EMILIO AMENDOLA